

McCARTER & ENGLISH, LLP

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

THE GREAT ATLANTIC & PACIFIC TEA
COMPANY, INC., *et al.*,

Debtors.

Chapter 11

Case No. 15-23007 (RDD)

(Jointly Administered)

**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF NOTICES AND PAPERS**

PLEASE TAKE NOTICE that McCarter & English, LLP hereby enters its appearance in the above-captioned cases as counsel for The CIT Group, Inc. ("CIT"), pursuant to section 1109(b) of title 11 of the United States Code and Rules 2002, 9007, and 9010(b) of the Federal Rules of Bankruptcy Procedure, and requests that it be placed on the mailing matrix filed by the above-captioned debtors (collectively, the "Debtors") and that copies of any and all notices given or required to be given and of all pleadings and other papers served or required to be served in these within cases be given and served on the undersigned counsel at the following addresses:

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PLEASE TAKE FURTHER NOTICE that the foregoing request includes not only the notices and papers referred to in the Federal Rules of Bankruptcy Procedure specified above, but also includes, without limitation, orders and notices of any application, motion, petition, pleading, request, complaint, or demand, whether written or oral, formal or informal, and whether transmitted or conveyed by mail, hand delivery, facsimile transmission, email, telephone, telegraph, telex, or otherwise, which affect the Debtors or the property of or in the possession, custody, or control of the Debtors, or which is otherwise filed or given with regard to the above-captioned cases.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance nor any subsequent appearance, pleading, claim, or suit is intended to waive (i) the right of CIT to have final orders in non-core matters entered only after *de novo* review by a District Court judge; (ii) the right of CIT to a jury trial in any proceeding so triable herein, or in any case, controversy, or proceeding related hereto; (iii) the right of CIT to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal, including proceedings over which the Bankruptcy Court lacks constitutional authority to enter final judgments; or (iv) any other rights, claims, defenses, setoffs, or recoupments to which CIT is or may be entitled under agreements, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved.

Dated: July 24, 2015

McCARTER & ENGLISH, LLP
Attorneys for The CIT Group

By: /s/ Lisa S. Bonsall
Lisa S. Bonsall